GZJ KDKV'4957"

From: jim.d.johnson@seagate.com
Sent: Wednesday, March 05, 2008 10:34 PM
To: mike.namie@intel.com
Cc: Berlin, Angela; Brit Wittman; Deborah Murai House; Ellen Swarthout; Frank Wagner; Gene Tate; Helen Hauge; Jeremy Colby; Lisa Yee; Marge Correa; Mason Stubblefield; Mary Beth Towne; Patricia Marshall; McChesney, Patty L; tom_mcdonald@amat.com; Sharon Votaw
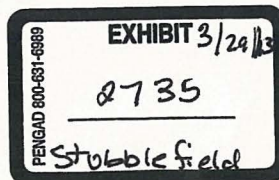**Subject:** Re: Equity Roundtable: Acceleration for Retirement

Mike,

Seagate does not accelerate vesting at retirement. Retirees have 90 days to exercise vested.

Jim

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                              Subject
                     Equity Roundtable: Acceleration for

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Retirement

Hi All,

Intel is looking into potentially changing our acceleration rules on options and RSUs for retiring employees. Currently, we only accelerate a portion of unvested options or RSUs depending on specifics of retirement as follows:

(a) If you retire at or after age 60 ("Standard Retirement"), you will receive one year of additional vesting from your date of Retirement for every five (5) years that you have been employed by the Corporation (measured in complete, whole years). No vesting acceleration shall occur for any periods of employment of less than five (5) years; or

(b) If, when you terminate employment with Intel, your age plus years of service (in each case measured in complete, whole years) equals or exceeds
75 ("Rule of 75"), you will receive accelerated vesting of any portion of the option that would have vested prior to 365 days from the date of your Retirement.

Some are now asking the question of whether we should accelerate all unvested options and RSU as part of retirement, similar to our rules for death or disability.

My question to you is what are your current retirement acceleration rules (if any), and have/are you considering changing them.

Thanks in advance for your feedback!

Mike Namie

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